

**BYLAWS of the
HARSIMUS COVE ASSOCIATION -- A Not-for-Profit Corporation**

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BYLAWS of THE HARSIMUS COVE ASSOCIATION
A Not-for-Profit Corporation
344 Grove Street, PMB 101
Jersey City, NJ 07302

Mission

This Association has been organized to promote the well-being and common good of the residents of the Harsimus Cove area and to facilitate communication between these residents and the community as a whole in order to improve the quality of life within Harsimus Cove and the city of Jersey City.

ARTICLE 1. NAME

The name of this organization will be the Harsimus Cove Association, A New Jersey Not-for-Profit Corporation (hereinafter referred to as the HCA).

ARTICLE 2. PURPOSES

The HCA is organized for the following purposes:

- To provide a forum for members to report, learn about, consider, take positions on, and act on issues of local concern, including all of Downtown Jersey City and, where appropriate, the entire city and county
- To serve as members' liaison to other organizations, to government agencies and others
- To foster community among residents of the area

ARTICLE 3. CODE OF CONDUCT

In the interest of fostering community and assuring the on-going health of the HCA, all meetings and other forums managed or controlled by HCA (including but not limited to online forums) will maintain an atmosphere of courtesy and civil conduct. When there is a disagreement of any kind, people will address each other with respect. An individual's presence at a meeting or participation in the forum indicates acceptance of this policy. Anyone, including non-members, whose words or actions go against the policy may be required to leave a meeting or forum, and non-complying members may be subject to suspension or termination of membership (see Article 4, Section 4). At meetings, by majority vote of the members present, a non-member may have his or her right to attend meetings immediately suspended or revoked.

ARTICLE 4. MEMBERSHIP

Section 1. QUALIFICATIONS

To become a member of the HCA a person must:

- Presently reside in Downtown Jersey City within the following boundaries –
 - ✓ North – Sixth Street, south side
 - ✓ South – C. Columbus Drive, north side
 - ✓ East – Luis Munoz Marin Boulevard, west side
 - ✓ West – Coles Street, east side from C. Columbus Drive to Newark Avenue; Coles Street, west side from Newark Avenue to Sixth Street
- Be at least eighteen years old

- Attend an HCA meeting and sign the sign-in sheet for new members with (i) name, (ii) address, and (iii) telephone number and/or email address
- Pay any dues required by the HCA

Section 2. VOTING RIGHTS OF MEMBERS

All members, regardless of attendance, will be entitled to one vote on each issue, with the following exceptions:

Only members who have attended either 3 regular meetings or half of the regular meetings, whichever is fewer, within the previous year may vote on the following issues:

- The spending of HCA funds in excess of \$500
- The election and removal of Board members
- Any change in the bylaws, including the creation of new Board positions

Members must sign the attendance sheet at each meeting so their voting rights can be verified.

A member must be present to vote at a meeting of members.

No member may, on behalf of the HCA, take any public action, issue any press statements, or send any letter, fax, press release, newsletter, flyer or other written material, unless such member is either: (i) a Board member who is duly authorized to do so in accordance with Article 6 of these bylaws, or (ii) a member acting pursuant to authority delegated to him/her by such duly authorized Board member.

Section 3. TRANSFER OF MEMBERSHIP

Membership in the HCA is neither transferable nor assignable to any other person, group or entity.

Section 4. SUSPENSION OR TERMINATION OF MEMBERSHIP FOR CAUSE

A member may be suspended or expelled for cause after an open hearing at a regular or special membership meeting, provided that 2/3 of the members present approve. The member in question may not vote. A member who is suspended or expelled for cause may not attend meetings. Cause will include any act detrimental to the well-being of the HCA or its membership and/or any act contrary to one or more of the purposes of the HCA as determined by the Board, including continued disruptive behavior.

Section 5. DUES

The policy regarding dues will be discussed and voted on at the second regular meeting and may be changed by majority vote of the members present at any later regular or special membership meeting.

Section 6. STATUS OF NON-MEMBERS

Non-members may attend and speak at all regular and special membership meetings, but they may not vote. At any time, the President may call for a closed session, and any or all non-members may be excluded.

ARTICLE 5. MEETINGS OF MEMBERS

Section 1. REGULAR MEETINGS

A regular meeting is a regularly scheduled meeting of the membership. Regular meetings of the HCA will be held on the first Monday of each month at 7:30 p.m. at 39 Erie Street.

The day, time and location of regular meetings can be changed by a resolution of the Board, so long as the number of meetings each year is not fewer than 4.

Section 2. ANNUAL MEETING

An annual meeting of the membership will be held. It will be the November regular meeting. Election of Board members will take place at this meeting. Other items such as goals and regular agenda items may also be included.

The date of the annual meeting can be changed by a resolution of the Board.

Section 3. SPECIAL MEMBERSHIP MEETINGS

Special meetings of the members may be called by the President, or by a majority of the Board, or by at least ten members who sign a petition which states the purpose of the meeting. The petition must be delivered to any Board member of the HCA.

Section 4. NOTICE OF MEETINGS

The Vice President for Communications will see that notice for all regular meetings is published in a timely manner.

At least 48 hours before any special membership meeting, the Vice President for Communications will make sure each member is notified as to the date, time and place of the meeting by appropriate means such as, but not limited to, telephone, mail, e-mail and/or newsletter.

Section 5. QUORUM FOR VOTING AT REGULAR AND SPECIAL MEMBERSHIP MEETINGS

At least 6 members, including at least 2 Board members, must be present at any regular or special membership meeting in order to convene and vote, with the following exception:

For the removal of Board members by the HCA membership and for changes to the bylaws, at least 40% of the members eligible to vote (see Article 4, Section 2), must be present.

Section 6. MANNER OF VOTING

An act of the membership is carried by majority vote except for the suspension or expulsion of members, the removal of Board members and changes to the bylaws, all of which are carried by 2/3 of the members present who are eligible to vote on those issues. (See Article 4, Section 2 for voting eligibility and see Article 5, Section 5 for the quorum requirement.)

The election of Board members will be by voice or written vote.

The outcome and final tally of all votes passed by the membership will be a matter of public record and will be recorded in the minutes of the meeting.

There will be no voting by proxy, by mail or by substitute representative.

Section 7. CONDUCT OF MEETINGS

All meetings will be conducted according to the parliamentary procedure of the latest revised edition of Robert's Rules of Order, unless the membership votes to suspend those rules at the beginning of, or during, a particular meeting. Modifications of the agenda may be made by the President at his or her discretion to facilitate scheduling of guest speakers.

The President will summarize the content of the Code of Conduct at the beginning of all meetings.

ARTICLE 6. BOARD OF DIRECTORS

Section 1. BOARD POSITIONS

The Board of the HCA will consist of the 5 officers who are elected by the HCA members and up to 4 additional Board members elected at the same time and in the same manner as the officers. The Board members will specifically be:

- A Board member and President
- A Board member and Vice President for Communications
- A Board member and Vice President for Membership
- A Board member and Executive Secretary
- A Board member and Treasurer
- Up to four additional Board members at large

New Board positions in addition to the 9 listed above can be created by the approval of at least 2/3 of the members present at a regular meeting who are eligible to vote. (See Article 4, Section 2 for voting eligibility and see Article 5, Section 5 for the quorum requirement.) New positions must be filled using the same election procedures as for other Board positions.

Section 2. TERMS OF OFFICE

The term of office is one year or until a successor is elected or appointed.

Each of the Board members may hold the same office for a maximum of 3 consecutive years and may serve on the Board for a maximum of 4 consecutive years. After an absence from the Board for at least 1 year, any individual may be elected to the Board again, including to any office which he or she has already held.

In the event of an emergency, the Board has the right to relax the 1 year absence requirement.

Section 3. GENERAL POWERS

The Board's responsibilities for the HCA will include, but are not limited to:

- Serving as administrators

- Facilitating the setting of goals and policies
- Functioning as the nominating committee for the election of Board members
- If it chooses to do so, approving expenditures up to a maximum of \$200 per item, with the sum of all items for one month not to exceed \$500

No Board member may, on behalf of the HCA, take any public action or issue press statements without getting approval in advance from a majority of the Board. For any matter that the Board determines to be controversial to the membership, a vote of the membership at a regular or special membership meeting is required in advance.

No Board member may, on behalf of the HCA, send a letter, fax, press release, newsletter, flyer or other written material, without meeting the following conditions:

- If the content is in accord with existing HCA policy, the written material must be read and approved by at least two other Board members before being sent, or
- If there is no existing HCA policy to support the content, the written material must be read and approved by a majority of the Board before being sent. For any matter that the Board determines to be controversial to the membership, a vote of the membership at a regular or special membership meeting is required in advance.

All such written material will be given to the Executive Secretary for filing and will be read or circulated at the next regular meeting.

A Board member who chooses to run for public office must resign his or her position before announcing his or her candidacy.

Section 4. PRESIDENT

The President will:

- Preside at all membership and Board meetings
- With majority approval of the Board, create committees and appoint their chairpersons and members as the need arises. These committees will continue in existence until disbanded by the President with majority approval of the Board
- Appoint members to serve as Sergeants-at-Arms as needed
- Supervise all committees and business of the HCA
- As a member of the Board, consult with the Board on all matters relevant to the HCA and act in concert with them on such matters
- When authorized by the Board, have the power to co-sign, with one other officer or Board designee, all contracts and instruments of conveyance in the name of the HCA and to appoint and discharge agents and sub-contractors subject to the approval of the Board
- Be responsible for seeing that all necessary federal, state and local income tax returns, or any other tax returns, are filed for the HCA
- Speak and write letters officially on behalf of the HCA (see Article 6, Section 3 for restrictions)
- Maintain open communications and good working relationships with representatives of local government, the community and the membership of the HCA
- Enforce the HCA bylaws
- See that any change of bylaws or intent to solicit or receive money from any source is filed with the appropriate agencies; consult with an attorney when necessary to determine if any action taken or to be taken by the HCA, its Board members or members conflicts with the bylaws or local state or federal laws
- Represent the HCA in any coalition of neighborhood associations and invite any additional representative of the HCA to accompany him or her in attending meetings of the coalition, or appoint an HCA member to go if neither the President nor any

Board member can attend.

Section 5. VICE PRESIDENT FOR COMMUNICATIONS

The Vice President for Communications will:

- Disseminate meeting and other information to the membership and to the public through electronic and print media such as, but not limited to, e-mail, the internet, press releases and the HCA newsletter
- Be able to use, and have access to, a computer, the internet, e-mail and fax for the creation and dissemination of communications
- In the absence of the President or in the event of his or her inability or refusal to act, perform the duties of and exercise all the powers of the President, subject to the same restrictions
- Perform such other duties as from time to time may be assigned by the President or the Board

Section 6. VICE PRESIDENT FOR MEMBERSHIP

The Vice President for Membership will:

- Keep a computerized database of the name, telephone number, address and e-mail address of each member. Board members or chairpersons of HCA Committees may request a copy of the latest database. The Vice President for Membership may release a copy of the database only with the agreement of three other Board members. It is, however, to be treated as confidential and is not to be distributed to anyone outside the HCA or to unauthorized persons
- Keep track of members' attendance at regular and special membership meetings, provide the President with a list of members who are entitled to vote and provide the Election Officer with a list of members who are eligible to be nominated for office and a list of members who are entitled to vote for Board members
- In the absence of the President and Vice President for Communications, or in the event of their inability or refusal to act, perform the duties and exercise all the powers of the President, subject to the same restrictions
- Perform such other duties as from time to time may be assigned by the President or the Board

Section 7. EXECUTIVE SECRETARY

The Executive Secretary will:

- Keep the permanent minutes of the membership and Board meetings and all other records – historical, press, public relations, letters, etc. – pertaining to HCA
- In the absence of the President and both Vice Presidents, or in the event of their inability or refusal to act, perform the duties and exercise all the powers of the President, subject to the same restrictions
- Perform such other duties as from time to time may be assigned by the President or the Board

Section 8. TREASURER

The Treasurer will:

- Have charge and custody of and be responsible for monetary assets of the HCA, in bank or trust companies selected by the Board
- Have the power to co-sign checks and other financial instruments along with one other officer or Board designee on behalf of the HCA
- Receive and give receipts for money due and payable to the HCA from any source and deposit all such money in the name of the HCA in banks, trust companies or other depositories selected by the Board
- Work with the President in filing all necessary federal, state and local income tax returns, or any other tax returns for the HCA
- In the absence of the President, both Vice Presidents and the Executive Secretary, or in the event of their inability or refusal to act, perform the duties and exercise all the powers of the President, subject to the same restrictions
- Perform such other duties as from time to time may be assigned by the President or the Board.

Section 9. BOARD MEMBERS AT LARGE

Other Board members will share in the general powers of the Board and will perform such other duties as from time to time may be assigned by the President or the Board.

Section 10. QUALIFICATIONS

To be elected to the Board, a person must be a member of the HCA and must have attended at least half of the regular meetings within the year before the election. In an emergency, this rule can be suspended by a majority vote of HCA members at the meeting who have attended at least half of the regular meetings within the year before the election.

Section 11. MEETINGS

The Board will meet approximately one week before each regular meeting. In addition, special Board meetings may be called at the request of the President or by any three Board members. Notice of special meetings will be given at least 24 hours in advance.

Section 12. QUORUM AND VOTING AT BOARD MEETINGS

At least half of the Board will constitute a quorum at any Board meeting. An act of the Board is carried by majority vote of those present, unless a greater number is required by law or the bylaws. In the case of a tie vote, the highest ranking member present will break the tie. All votes will be recorded in the minutes of the Board meetings by result and final tally unless the President requests that votes be recorded by name. There will be no voting by proxy, by mail or by substitute representative. In situations where the interest of HCA requires that the Board take an immediate action or position but timing is not practicable to schedule a Board meeting, the Board may conduct a vote by electronic mail ("e-mail"). In order for any such action to be approved or position taken, all Board members must be copied on the e-mail and a majority of the entire Board must approve the action or position. All e-mail votes and correspondence related to them shall be archived by the Executive Secretary and referenced in the meeting minutes of the next Board meeting.

Section 13. VACANCIES

Any vacancies on the Board will be filled by a majority vote of the remaining Board members until the next regular meeting when a replacement officer will be elected by a majority vote of a quorum of members. Only members who would qualify to vote in a regular election may vote in the special election.

The newly elected officer will serve out the unexpired term of his or her predecessor.

Section 14. REMOVAL OF BOARD MEMBERS

For the membership to remove a Board member, 2/3 of the members present at a regular meeting must vote for removal (see Article 4, Section 2 for voting eligibility and see Article 5, Section 5 for the quorum requirement).

The Board can suspend or remove any Board member for cause. Cause will include any act detrimental to the well-being of the HCA or its membership and/or any act contrary to one or more of the purposes of the HCA as determined by the Board, including continued disruptive behavior.

In the event that any Board member is absent for three (3) or more consecutive regular Board meetings, that member shall be deemed to have resigned from the Board unless such Board member petitions the Board, and a majority of the Board votes to override such designation or resignation.

Section 15. COMPENSATION

Board members receive no salary for their services, but by resolution by the Board and majority approval of the HCA members, any Board member may be indemnified for expenses and costs, including attorney's fees actually and necessarily incurred by him or her in connection with any claim asserted against him or her, by action in court or otherwise, by reason of his or her being or having been a Board member, except in relation to such matters as to which he or she will have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought.

Section 16. CONFLICT OF INTEREST

Any known conflict of interest on the part of any Board member will be disclosed to the Board and made a matter of record. Any Board member having such conflict of interest will not vote or use his or her influence on the matter in question and will not be counted in determining a quorum for the matter in question. The minutes of the meeting will reflect such disclosure, abstention from voting, and the quorum without that Board member. Failure to disclose a conflict of interest is grounds for removal from the Board.

ARTICLE 7. ELECTION PROCEDURES

Section 1. SCHEDULE

Following the organizational meeting at which the initial Board members will be elected, Board members will be elected at the annual meeting of the membership (see Article 5, Section 2).

New Board members begin their term at the end of the annual meeting.

The outgoing Board members must arrange an orderly transfer of updated records to the newly elected Board members within 2 weeks of the election. The Treasurer must, within two weeks, transfer checks and financial records to the newly-elected Treasurer who must arrange for new signature cards at the Bank where the HCA's account is kept.

Section 2. ELECTION OFFICER

During the regular meeting preceding the annual meeting, the President will supervise the election of an "Election Officer" who will be nominated from and elected by a majority vote of the members present. At that meeting, the Vice President for Membership will give the Election Officer a list of members who are eligible to be nominated.

The Election Officer must be a member of the HCA and cannot be a candidate for any HCA office while serving as the Election Officer.

Section 3. NOMINATIONS

Upon election, the Election Officer will immediately receive names of nominees from the Board and from the membership. Other names may be placed in nomination in writing, if delivered or mailed to the Election Officer's home address or emailed to the Election Officer's email address and received by the Election Officer at least 10 days prior to the annual meeting. In the event that no one is nominated for a position 10 days prior to the annual meeting, the Election Officer may also accept late nominations for that position, including nominations made at the Annual meeting but prior to the commencement of the election.

Only HCA members may place names in nomination. Names placed in nomination do not need to be seconded.

The Election Officer will verify that all nominees for office have indicated a willingness to serve if elected.

Section 4. DUTIES – ELECTIONS

The Election Officer will conduct the election. He or she will announce the names of all persons nominated for each office prior to distributing ballots. Nominees may be asked to make a short statement before a vote is taken.

The Election Officer will obtain from the Vice President for Membership a list of members who are entitled to vote. The Election Officer will distribute ballots only to members meeting the attendance requirement.

Voting will be by secret ballot or by voice vote. The Election Officer will tabulate all votes and announce the results at the end of the meeting.

Section 5. ELECTION BY MAJORITY VOTE

If no candidate achieves a majority vote for an office, the Election Officer will hold a runoff election immediately between the two people with the most votes. If there is still a tie, the outgoing Board will decide the outcome by whatever means it chooses.

If there is only one nominee for any of the positions, the Election Officer will announce that fact during the meeting and at the end of the meeting the President will announce the names of the members of the new Board who take office without contest.

There can be no vote by proxy, by mail or through cumulative voting.

ARTICLE 8. EXPENDITURES

The Board has the power to spend up to \$200. All members may vote on expenditures from \$201 to \$500. Above \$500, only members who meet the attendance requirement are entitled

to vote (see Article 4, Section 2).

ARTICLE 9. AMENDMENTS TO BYLAWS

At any regular meeting, these bylaws may be altered, amended, or repealed by an affirmative vote of 2/3 of the members present who are eligible to vote (*see Article 4, Section 2 for voting eligibility and see Article 5, Section 5 for the quorum requirement*).

ARTICLE 10. POLITICAL ACTIVITY

The HCA will not endorse any candidate for political office. Neither the HCA nor any of its members will engage in any political activity in the name of the organization nor in any way use the HCA resources for or against any candidate for political office.

ARTICLE 11. LETTERS AND CORRESPONDENCE

Any letter, fax, press release, newsletter, flyer or other material written by a member on behalf of the HCA must be in accord with existing HCA policy and must be read and approved by at least two members of the Board before being sent.

All such written material will be given to the Executive Secretary for filing and will be read or circulated at the next regular meeting.

[See Article 6, Section 3 for bylaws relating to letters and correspondence sent by Board members.]

ARTICLE 12. CONTRACTS AND INSTRUMENTS OF CONVEYANCE

The Board, by voting on proposals made by any Board member or member or agent of the HCA, may authorize any Board member, member or agent of the HCA to enter into any contract or execute and deliver any instrument in the name of and on behalf of the HCA. Such authority may be general or confined to specific instances. All contracts and instruments of conveyance will be co-signed by the President and one other Board member or Board designee.

ARTICLE 13. CHECKS AND PAYMENTS

All checks or money orders for the payment of money, notes or other evidence of indebtedness issued in the name of the HCA will be co-signed by the Treasurer and one other Board member or Board designee.

ARTICLE 14. BOOKS AND RECORDS

All books and minutes of the HCA will be available for inspection by any member at any reasonable time.

ARTICLE 15. NON-DISCRIMINATION

The HCA will make its services and membership open to all applicants who fulfill the membership requirements without regard to race, creed, color, age, gender, sexual preference, ancestry, national origin or other arbitrary reason.

ARTICLE 16. NO SMOKING POLICY

For the comfort and health of attendees, smoking will not be permitted at any HCA membership, Board or committee meeting, and smoking will not be permitted at any indoor HCA event.

ARTICLE 17. DISSOLUTION

In the event of the dissolution of the HCA, no member will be entitled to any distribution or division of its remaining property or proceeds. The balance of all monies received by the HCA from any source after the payment of all debts and obligations of the HCA will be distributed to a community organization chosen by a membership vote. Such distribution will only be made to an organization qualified pursuant to section 501(c)3 of the internal revenue code.